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DRH
HOLDINGS

REGULATIONS ON CORPORATE GOVERNANCE

DRH HOLDINGS JOINT STOCK COMPANY

MONTH [_] YEAR [_]

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REGULATIONS ON CORPORATE GOVERNANCE
DRH HOLDINGS JOINT STOCK COMPANY

INTRODUCTION

- Pursuant to the Law on Securities No. 54/2019/QH14, approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 01, 2021, and documents amending, supplementing, and guiding the implementation thereof from time to time (“**Law on Securities**”);
- Pursuant to the Law on Enterprises No. 59/2020/QH14, approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 01, 2021, and documents amending, supplementing, and guiding the implementation thereof from time to time (“**Law on Enterprises**”);
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities (“**Decree No. 155**”);
- Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025, of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities (“**Decree 245**”).
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities (“**Circular No. 116**”);
- Pursuant to the Charter of DRH Holdings Joint Stock Company (“**Charter**”);
- These Regulations on Corporate Governance of DRH Holdings Joint Stock Company are issued pursuant to Resolution No. [__], dated [__], of the General Meeting of Shareholders [__].

These Regulations on Corporate Governance of DRH Holdings Joint Stock Company include the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Regulations on Corporate Governance of the Company stipulate the organization of the General Meeting of Shareholders, rights and obligations of shareholders, the Board of Directors, and the General Director; the order and procedures for convening the General Meeting of Shareholders; the nomination, self-nomination, election, dismissal, and removal of Members of the Board of Directors, the Audit Committee, and the General Director; and other activities as prescribed in the Company Charter and other current provisions of law.

2. Subjects of application: These Regulations apply to DRH Holdings Joint Stock Company; shareholders, organizations, and individuals who are affiliated persons of shareholders; Members of the Board of Directors, the Audit Committee, the General Director, and affiliated persons.

3. “Corporate governance” is a system of principles, including:

- a. Ensuring a reasonable governance structure;
- b. Ensuring the operational efficiency of the Board of Directors and its affiliated committees;
- c. Ensuring the interests of shareholders and affiliated persons;
- d. Ensuring fair treatment among shareholders;
- e. Ensuring transparency in all activities of the Company.

Chapter II

ORDER AND PROCEDURES FOR CONVENING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

Article 2. Preparation and notification of the list of shareholders entitled to attend the General Meeting of Shareholders

The Company shall prepare the list of shareholders entitled to attend the General Meeting of Shareholders based on the Company's register of shareholders and register of securities owners within a period not exceeding 10 (ten) days prior to the date of sending

the invitation to the General Meeting of Shareholders or a shorter period as prescribed in the Company Charter/these Regulations, and shall disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days prior to the record date in accordance with the provisions of the Company Charter and the regulations of the Law on Securities and guiding documents applicable to listed companies.

The authorization for a representative to attend the General Meeting of Shareholders shall be conducted in accordance with the provisions of the Law on Enterprises and the Company Charter.

Article 3. Notification of the General Meeting of Shareholders

The invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the contact address of the shareholders, and simultaneously disclosed on the website of the Company and the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the invitation to all shareholders on the list of shareholders entitled to attend the meeting at least 21 (twenty-one) days prior to the opening date of the meeting if the Company Charter does not specify a longer period (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not enclosed with the invitation to the General Meeting of Shareholders, the invitation must clearly state the link to all meeting documents so that shareholders can access them, with instructions on how to download the documents, including:

1. Meeting agenda and documents used in the meeting;
2. List and detailed information of candidates in case of electing Members of the Board of Directors;
3. Voting ballots;
4. Draft resolutions for each matter in the meeting agenda.

Article 4. Method of registration for attendance at the General Meeting of Shareholders

Before the opening of the meeting, the Company must conduct shareholder registration procedures and must perform registration until all shareholders entitled to attend the meeting who are present have registered, in accordance with the provisions of

the Company Charter and current legal regulations.

Article 5. Method of voting at the General Meeting of Shareholders

1. Upon conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by voting in approval, disapproval, or abstention. At the meeting, the number of cards voting in approval of the resolution shall be collected first, the number of cards voting disapproval the resolution shall be collected later, and finally, the total number of votes in approval or disapproval shall be counted to make a decision.

2. The election of Members of the Board of Directors shall be conducted as follows:

According to the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates.

3. Shareholders, authorized representatives of organizational shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on previously shall not change.

Article 6. Method of vote counting

1. The meeting shall approve the persons responsible for vote counting or supervising vote counting upon the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson, but shall not be fewer than 03 (three) persons.

2. When conducting voting at the meeting, the number of cards voting in approval of the resolution shall be counted first, the number of cards voting in disapproval of the resolution shall be counted later, and finally, the total number of votes in approval or disapproval shall be counted to make a decision. The total number of votes in approval, disapproval, or abstention or invalid for each matter shall be announced by the Chairperson immediately after voting on that matter.

3. In case of electing Members of the Board of Directors:

a. The Vote-Counting Committee shall inspect the ballot box in the presence of shareholders;

b. Voting shall begin when the distribution of ballots is completed and end when the last shareholder casts their vote into the ballot box;

c. Vote counting must be conducted immediately after voting ends;

d. The vote-counting results shall be recorded in writing and announced by the Head of the Vote-Counting Committee before the meeting.

Article 7. Notification of vote-counting results

1. For matters voted on by voting card: the total number of votes in approval, disapproval, or abstention or invalid for each matter shall be announced by the Chairperson immediately after voting on that matter. Specifically:

a. A resolution on the following content shall be passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders present and voting at the meeting, except for cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- Types of shares and total number of shares of each type;
- Change in business lines and fields;
- Change in the Company's management organizational structure;
- Investment projects or sale of assets with a value of 50% or more of the total asset value recorded in the Company's most recent financial statements;
- Reorganization or dissolution of the Company.

b. Other resolutions shall be passed when approved by shareholders owning over 50% of the total voting shares of all shareholders present and voting at the meeting; except for cases specified in Point a, Clause 1, Clause 2 of this Article and Article 18, Clause 8, Article 23 of the Company Charter.

2. For the election of Members of the Board of Directors: the vote-counting results shall be recorded in writing and announced by the Head of the Vote-Counting Committee before the meeting. The elected Member of the Board of Directors shall be determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In case there are 02 (two) or more candidates achieving the same number of votes for the final member of the Board of Directors, a re-election shall be conducted

among the candidates with the same number of votes or selection shall be made according to criteria specified in the election regulations;

In case of electing only 01 (one) Member of the Board of Directors and there is only 01 (one) candidate, that candidate shall be considered elected if they receive over 50% of the total votes of shareholders with voting rights present in person or through an authorized representative present at the General Meeting of Shareholders.

3. A resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if it is approved by shareholders owning 75% or more of the total preferred shares of that type present at the meeting, or approved by shareholders owning 75% or more of the total preferred shares of that type in case the resolution is passed by way of written opinion collection.

4. The vote-counting minutes may be disclosed by sending or posting on the Company's website.

Article 8. Share repurchase at the request of shareholders

1. Shareholders who have voted in disapproval of a resolution on the reorganization of the company or a change in the rights and obligations of shareholders as specified in the Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 (ten) days from the date the General Meeting of Shareholders approves the resolution on the matters specified in this Clause;

2. The Company must repurchase shares at the request of shareholders as specified in Clause 1 of this Article at the market price or by agreement within 90 (ninety) days from the date of receiving the request. In case an agreement on price cannot be reached, the parties may request a valuation organization to perform the valuation. The Company shall introduce at least 03 (three) valuation organizations for the shareholder to choose from, and that choice shall be the final decision.

Article 9. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and shall contain the following main contents:

- a. Name, head office address, and enterprise code;
 - b. Time and location of the General Meeting of Shareholders;
 - c. Meeting agenda and content;
 - d. Full name of the Chairperson and Secretary;
 - e. Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders on each matter in the agenda;
 - f. Number of shareholders and total number of voting shares of shareholders present, appendix of the list of registered shareholders and shareholder representatives present with corresponding number of shares and votes;
 - g. Total number of votes for each matter voted on, clearly stating the voting method, total number of valid, invalid, in approval, disapproval, or abstention votes; and the corresponding percentage of the total voting shares of shareholders present;
 - h. Matters approved and the corresponding percentage of votes approved;
 - i. Full name and signature of the Chairperson and Secretary. In case the Chairperson or Secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other Members of the Board of Directors present at the meeting and contain full content as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the Chairperson or Secretary to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and Secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.
 3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case there is a difference in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall apply.
 4. The minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 (fifteen) days from the date the meeting ends.
 5. The minutes of the General Meeting of Shareholders shall be considered authentic evidence of the work conducted at the General Meeting of Shareholders unless an objection to the content of the minutes is raised according to the prescribed procedures within 10 (ten) days from the date of sending the minutes.
 6. The resolution, minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend with shareholder signatures, authorization

documents for attendance, all documents attached to the minutes (if any), and documents related to the invitation must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

Article 10. Disclosure of the resolution of the General Meeting of Shareholders

The resolution of the General Meeting of Shareholders must be disclosed in accordance with the provisions of the Company Charter and the regulations of the Law on Securities.

Article 11. Approving of resolutions by the General Meeting of Shareholders by way of written opinion collection

The authority and method of collecting shareholders' written opinions to approve a resolution of the General Meeting of Shareholders shall be implemented according to the following provisions:

1. The Board of Directors has the right to collect shareholders' written opinions to pass a resolution of the General Meeting of Shareholders when deemed necessary for the Company's interests, except for cases specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the opinion collection ballot, the draft resolution of the General Meeting of Shareholders, and documents explaining the draft resolution, and send them to all shareholders with voting rights at least 10 (ten) days before the deadline for returning the opinion collection ballot if the Company Charter does not specify a longer period. The requirements and methods for sending the opinion collection ballot and attached documents shall be implemented in accordance with the provisions of Clause 3, Article 19 of the Company Charter.

3. The opinion collection ballot must contain the following main contents:

- a. Name, head office address, and enterprise code;
- b. Purpose of opinion collection;
- c. Full name, contact address, nationality, and legal identification document number of the individual for individual shareholders; name, enterprise code or legal identification document number of the organization, and head office address for organizational shareholders, or full name, contact address, nationality, and legal identification document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of voting shares of the shareholder;
- d. Matter for which opinion is sought to pass a decision;

e. Voting options including approval, disapproval, or abstention for each matter for which opinion is sought;

f. Deadline for returning the completed opinion collection ballot to the Company;

g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the completed opinion collection ballot to the Company by mail, fax, or email in accordance with the following provisions:

a. In case of sending by mail, the completed opinion collection ballot must have the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The opinion collection ballot sent to the Company must be placed in a sealed envelope, and no one has the right to open it before vote counting;

b. In case of sending by fax or email, the opinion collection ballot sent to the Company must be kept confidential until the time of vote counting;

c. Opinion collection ballots sent to the Company after the deadline specified in the content of the opinion collection ballot, or those that have been opened in case of mail or disclosed in case of fax or email, shall be invalid. Opinion collection ballots not sent back shall be considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare the vote-counting minutes in the presence of shareholders who do not hold management positions in the Company. The vote-counting minutes must contain the following main contents:

a. Name, head office address, and enterprise code;

b. Purpose and matters for which opinion is sought to pass the resolution;

c. Number of shareholders with the total number of voting shares that participated in the vote, distinguishing between valid and invalid voting ballots, and the method of sending the voting ballot, accompanied by an appendix of the list of shareholders participating in the vote;

d. Total number of votes in approval, disapproval, or abstention for each matter;

e. Matter approved and the corresponding percentage of votes passed;

f. Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote-counting supervisor.

Members of the Board of Directors, the vote counter, and the vote-counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes; and jointly responsible for damages arising from decisions passed due

to dishonest or inaccurate vote counting.

6. The vote-counting minutes and resolution must be sent to shareholders within 15 (fifteen) days from the date vote counting ends. Sending the vote-counting minutes and resolution may be replaced by posting them on the Company's website within 24 (twenty-four) hours from the time vote counting ends.

7. The completed opinion collection ballot, vote-counting minutes, approved resolution, and related documents sent with the opinion collection ballot must all be kept at the Company's head office.

8. A resolution approved by way of written opinion collection shall be valid if approved by shareholders owning over 50% of the total voting shares of all shareholders with voting rights, and shall have the same value as a resolution approved at a General Meeting of Shareholders.

Article 12. Passing of resolutions by the General Meeting of Shareholders by way of online conference

The Annual General Meeting of Shareholders may be held online via the network. Shareholders may register to attend the meeting and exercise their voting rights on matters at the meeting via the network in a convenient and effective manner.

Shareholders attending and voting online shall also be considered as attending the meeting in person. Therefore, when shareholders log in to the Company's online meeting/voting system, they shall be considered as shareholders attending in person, and the voting results shall have the same value as shareholders voting in person at the meeting.

1. Shareholders shall attend the meeting by using the login code provided by the Meeting Organizing Committee to log in to the system when the meeting is conducted.

2. The shareholder's login code shall be specified by the Organizing Board in accordance with the requirements of the online service provider at the time of organizing the meeting.

3. After the shareholder (or authorized person) logs in to the online meeting organization system, the shareholder may exercise their rights in accordance with the provisions of the Charter and the Law on Enterprises.

4. In case a shareholder changes their personal information, they shall contact the depository member where the shareholder opened their account to update it before the record date for the list of shareholders attending the meeting.

5. The Company shall issue the Regulations on Online General Meeting of Shareholders appropriate for each meeting (if any).

Chapter III

MEMBERS OF THE BOARD OF DIRECTORS

Article 13. Composition and term of office of Members of the Board of Directors

1. The number of Members of the Board of Directors is 05 (five) persons.
2. The term of a Member of the Board of Directors is not more than 05 (five) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent Member of the Board of Directors of the Company for no more than 02 (two) consecutive terms. In case all Members of the Board of Directors end their term at the same time, those members shall continue to be Members of the Board of Directors until new members are elected to replace them and take over the work, unless the Company Charter provides otherwise.
3. The composition of the Board of Directors is as follows:
 - a. The composition of the Company's Board of Directors must ensure a minimum number of non-executive Members of the Board of Directors as follows:
 - i. There is at least 01 non-executive member in case the company has from 03 to 05 Members of the Board of Directors;
 - ii. There is at least 02 non-executive members in case the company has from 06 to 08 Members of the Board of Directors;
 - iii. There is at least 03 non-executive members in case the company has from 09 to 11 Members of the Board of Directors.
 - b. The number of independent Members of the Board of Directors must ensure the following provisions:
 - i. There is at least 01 independent member in case the company has from 03 to 05 Members of the Board of Directors;
 - ii. There is at least 02 independent members in case the company has from 06 to 08 Members of the Board of Directors;
 - iii. There is at least 03 independent members in case the company has from 09 to 11

Members of the Board of Directors.

Article 14. Standards for Members of the Board of Directors

1. Members of the Board of Directors must meet the following standards and conditions:

a. A Member of the Board of Directors may only simultaneously be a Member of the Board of Directors or a Member of the Members' Council at a maximum of 05 (five) other companies;

b. Not belong to the category of persons without the right to establish and manage enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

c. Have professional qualifications and experience in business administration or in the Company's business field, industry, or trade, and are not necessarily shareholders of the company;

d. Other standards and conditions as prescribed by law.

2. Unless securities law provides otherwise, an independent Member of the Board of Directors:

a. Is not a person currently working for the Company, its parent company, or its subsidiaries; is not a person who has worked for the Company, its parent company, or its subsidiaries for at least the 03 (three) consecutive years immediately preceding;

b. Is not a person currently receiving salary or remuneration from the company, except for allowances that a Member of the Board of Directors is entitled to as prescribed;

c. Is not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological older sibling, biological younger sibling is a major shareholder of the Company; is a Manager of the Company or its subsidiaries;

d. Is not a person directly or indirectly owning at least 01% of the total voting shares of the Company;

e. Is not a person who has served as a Member of the Board of Directors of the Company for at least the 05 (five) consecutive years immediately preceding, except in the case of being appointed for 02 (two) consecutive terms.

3. An independent Member of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions specified in Clause 2 of this Article and shall naturally cease to be an independent Member of the Board of Directors

from the date they no longer meet the standards and conditions. The Board of Directors must notify the case where an independent Member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent Member of the Board of Directors within 06 (six) months from the date of receiving the notification from the relevant independent Member of the Board of Directors.

Article 15. Method for shareholders or groups of shareholders to self-nominate or nominate for the position of Member of the Board of Directors

1. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate 01 (one) candidate; from 20% to less than 30% may nominate a maximum of 02 (two) candidates; from 30% to less than 40% may nominate a maximum of 03 (three) candidates; from 40% to less than 50% may nominate a maximum of 04 (four) candidates; from 50% to less than 60% may nominate a maximum of 05 (five) candidates; from 60% to less than 70% may nominate a maximum of 06 (six) candidates; from 70% to less than 80% may nominate a maximum of 07 (seven) candidates; and from 80% to less than 90% may nominate a maximum of 08 (eight) candidates.

2. In case the number of candidates for the Board of Directors or independent Members of the Board of Directors through nomination and self-nomination is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nomination according to a mechanism specified by the Company in the Company Charter and these Regulations. The introduction of additional candidates by the Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect Members of the Board of Directors in accordance with the law.

Article 16. Cases of dismissal, removal, replacement, and addition of Members of the Board of Directors

A Member of the Board of Directors shall cease to be a Member of the Board of Directors if dismissed, removed, replaced, or added by the General Meeting of Shareholders in the following cases:

1. Does not have sufficient standards and conditions as prescribed in Article 26 of the Company Charter;
2. Submits a resignation letter and it is accepted;

3. Does not participate in the activities of the Board of Directors for 06 (six) consecutive months, except in cases of force majeure;

4. When the General Meeting of Shareholders deems it necessary;

5. Other cases prescribed in the Company Charter, these Regulations, the Regulations on Organization and Operation of the Board of Directors, and as prescribed by law.

Article 17. Notification of the election, dismissal, and removal of Members of the Board of Directors

Notification of the election, dismissal, and removal of Members of the Board of Directors shall be in accordance with the provisions of the Company Charter.

Article 18. Role and authority of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority on behalf of the Company to decide and perform the rights and obligations of the company, except for rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following authorities and obligations:

a. Decide on the strategy, medium-term development plan, and annual business plan of the Company;

b. Propose the types of shares and total number of shares authorized to be offered of each type;

c. Decide on the sale of unsold shares within the scope of shares authorized to be offered of each type; decide on raising additional capital in other forms; Propose the issuance of convertible bonds and bonds with warrants;

d. Decide on the selling price of shares and bonds of the Company;

e. Decide on share repurchase in accordance with the provisions of Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

f. Decide on investment plans and investment projects within its authority and limits as prescribed by law;

g. Decide on solutions for market development, marketing, and technology; Establish branches or representative offices of the Company; Establish subsidiaries of the Company;

- h. Within the scope prescribed in Clause 2, Article 153 of the Law on Enterprises and except for cases prescribed in Clause 2, Article 138 and Clause 1, Clause 3, Article 167 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors shall decide on the implementation, amendment, and cancellation of the Company's contracts;
- i. Within the scope prescribed in Clause 2, Article 153 of the Law on Enterprises and except for cases in Clause 2, Article 138 and Clause 3, Article 167 of the Law on Enterprises, the Board of Directors shall decide on the approval of contracts for purchase, sale, borrowing, lending, guarantees, and other contracts with a value equal to or greater than 50% of the total asset value recorded in the Company's most recent financial statements, and contracts and transactions under the decision-making authority of the General Meeting of Shareholders;
- j. Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the General Director and other important managers as prescribed by the Company Charter; decide on the salary, remuneration, bonus, and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders or as commercial representatives at other companies, and decide on the remuneration and other benefits of those persons;
- k. Supervise and direct the General Director and other managers in the daily business operations of the Company;
- l. Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and capital contribution or share purchase in other enterprises;
- m. Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions for the General Meeting of Shareholders to approve resolutions;
- n. Submit the audited annual financial statements to the General Meeting of Shareholders;
- o. Propose the dividend payout rate; decide on the time limit and procedures for dividend payment or handling losses arising during business operations;
- p. Propose the reorganization or dissolution of the Company; request bankruptcy of the Company;
- q. Decide on the issuance of the Regulations on Organization and Operation of the

Board of Directors to be submitted to the General Meeting of Shareholders for approval and disclosure on the company's website according to the form prescribed in Article 5 of Circular 116, the Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decide on the issuance of the Regulations on Operation of the Audit Committee affiliated to the Board of Directors constructed and submitted by the Audit Committee according to the form prescribed in Article 7 of Circular 116, and the Regulations on Information Disclosure of the company;

r. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Company Charter.

3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with the provisions of Article 280 of Decree No. 155 (amended by Clause 82, Article 1 of Decree 245).

Article 19. Remuneration, bonus, and other benefits of Members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to Members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days necessary to complete the tasks of a Member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each Member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, shown as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A Member of the Board of Directors holding an executive position or a Member of the Board of Directors working at committees of the Board of Directors or performing other tasks outside the scope of normal duties of a Member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have had to pay when performing their duties as a Member of the Board of Directors, including expenses

incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of a Member of the Board of Directors related to violations of the law and the Company Charter.

7. Members of the Board of Directors have the obligation to report promptly and fully to the Board of Directors the remuneration received from subsidiaries, associated companies, and other organizations.

Article 20. Method of introducing candidates for Member of the Board of Directors

1. In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. A candidate for the Board of Directors must have a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, carefully, and for the best interests of the Company if elected as a Member of the Board of Directors. Information related to the candidate for the Board of Directors to be disclosed includes:

- a. Full name, date, month, and year of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including positions on the Board of Directors of other companies);
- e. Interests related to the Company and related parties of the Company;
- f. Other information (if any);

2. The Company has the responsibility to disclose information about companies where the candidate is currently holding the position of Member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (if any).

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 21. Notification of meetings of the Board of Directors

1. The Chairman may convene a meeting whenever deemed necessary, but must meet at least 01 (one) time per quarter and may hold extraordinary meetings.
2. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. There is a request from the Board of Supervisors or an independent member of the Board of Directors;
 - b. There is a request from the General Director or at least 05 (five) other Managers;
 - c. There is a request from at least 02 (two) members of the Board of Directors;
 - d. Other cases as prescribed by the Company Charter.
3. The request specified in Clause 2 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.
4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receiving the request specified in Clause 2 of this Article. In case the Chairman of the Board of Directors fails to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.
5. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation at least 03 (three) working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the member's voting ballot.
6. The meeting invitation for the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company Charter and must ensure it reaches the contact address of each member of the Board of Directors registered with the Company.

7. Meeting location: Meetings of the Board of Directors shall be held at the Company's registered address or other addresses in Vietnam or abroad as decided by the Chairman of the Board of Directors and agreed upon by the Board of Directors.

8. In case of a request from an independent auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

9. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the members of the Board of Supervisors in the same manner as to the members of the Board of Directors.

Article 22. Conditions for holding a meeting of the Board of Directors

A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members are present. In case the meeting convened according to this Clause does not have enough members present as prescribed, it shall be reconvened within 07 (seven) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

Article 23. Voting methods

1. Unless otherwise provided by the Company Charter, each member of the Board of Directors or an authorized person as prescribed in Clause 10, Article 31 of the Company Charter who is directly present in person at the meeting of the Board of Directors or in one of the forms prescribed in Clause 9, Article 157 of the Law on Enterprises shall have 01 (one) vote. In case of sending a voting ballot to the meeting by mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 (one) hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

2. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or their affiliated persons have an interest that conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the minimum quorum of members present to hold a meeting of the Board of Directors regarding decisions for which that member does not have the right to vote;

3. When an issue arises at the meeting related to the interest or voting right of a member of the Board of Directors and that member does not voluntarily waive their voting right, the ruling of the Chairman shall be final, except in cases where the nature or scope of the relevant member's interest has not been fully disclosed.

4. A member of the Board of Directors who benefits from a contract as specified in the Point of Article 42 of the Company Charter is considered to have a significant interest in that contract.

5. Disclosure of interest: A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they have an interest therein, must disclose the nature and content of that interest at the meeting where the Board of Directors first considers the issue of signing such contract or transaction. Alternatively, this member may disclose it at the first meeting of the Board of Directors held after this member becomes aware that they have an interest or will have an interest in the relevant transaction or contract.

6. Members of the Audit Committee have the right to attend the meeting, have the right to discuss, but do not have the right to vote.

Article 24. Method of approving resolutions of the Board of Directors

1. Unless the Company Charter provides for a higher ratio, the Board of Directors passes decisions and issues resolutions based on the approval of the majority of the members of the Board of Directors present at the meeting. In case the number of affirmative and negative votes is equal, the vote of the Chairman of the Board of Directors shall be the casting vote.

2. A resolution in the form of written opinion collection is approved based on the approval of the majority of the members of the Board of Directors with voting rights. This resolution has the same validity and value as a resolution passed at a meeting.

Article 25. Recording minutes of meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may be prepared in a foreign language, and must contain the following main contents:

- a. Name, address of the head office, enterprise code;
- b. Purpose, agenda, and content of the meeting;
- c. Time and venue of the meeting;
- d. Full name of each member attending the meeting or authorized person attending the meeting and the method of attendance; full names of members not attending and the

reasons;

e. Issues discussed and voted on at the meeting;

f. Summary of opinions of each member attending the meeting in the order of the meeting's proceedings;

g. Voting results, clearly stating the members who voted for, disapproved, and abstained;

h. Issues passed and the corresponding voting ratio;

i. Full name and signature of the Chairman and the minute-taker, except in cases prescribed in Clause 2 of this Article.

2. In case the Chairman or the minute-taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign and the minutes contain full content as prescribed in points a, b, c, d, dd, e, g, and h of Clause 1 of this Article, then these minutes shall be valid. The meeting minutes shall clearly state the refusal of the Chairman or the minute-taker to sign the minutes. The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the minutes of the meeting of the Board of Directors. The Chairman and the minute-taker shall be personally responsible for damages incurred by the enterprise due to their refusal to sign the meeting minutes in accordance with the provisions of this Law, the Company Charter, and relevant laws.

3. The Chairman, the minute-taker, and those who sign the minutes must be responsible for the truthfulness and accuracy of the content of the minutes of the meeting of the Board of Directors.

4. Content approved by the majority of members present in the minutes of the meeting of the Board of Directors must be established as a approved Resolution.

5. The minutes of the meeting of the Board of Directors and documents used in the meeting must be kept at the Company's head office.

6. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case there is a difference in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall apply.

Article 26. Notification of minutes of meetings of the Board of Directors

Minutes of the meeting of the Board of Directors: The Chairman of the Board of Directors is responsible for forwarding the minutes of the meeting of the Board of Directors to the members, and those minutes shall be considered as authentic evidence of

the work conducted in those meetings unless there is an objection to the content of the minutes within 10 (ten) days from the date of forwarding. The minutes of the meeting of the Board of Directors are prepared in Vietnamese and must be signed by all members of the Board of Directors attending the meeting.

Article 27. Meetings of the Board of Directors via telephone or other forms

1. Meetings of the Board of Directors may be organized in the form of a discussion among members of the Board of Directors when all or some members are at different locations, provided that each member participating in the meeting can:

a. Hear each other member of the Board of Directors participating in the meeting speak;

b. If desired, that person can speak to all other attendees simultaneously. Exchange between members can be carried out directly via telephone or by other means of communication (including the use of this means at the time of approving the Charter or later) or a combination of all these methods. A member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The location of the meeting organized according to this provision is the location where the largest group of members of the Board of Directors gathers, or if there is no such group, the location where the Chairman of the meeting is present. Decisions approved in a meeting via telephone organized and conducted legitimately shall be effective immediately upon the conclusion of the meeting but must be confirmed by signatures in the minutes of all members of the Board of Directors attending this meeting.

2. Written resolution: A written resolution must be signed by all of the following members of the Board of Directors:

a. Members with voting rights on the resolution at the meeting of the Board of Directors;

b. The number of members present is not lower than the minimum number of members prescribed to conduct a meeting of the Board of Directors.

This type of resolution has the same validity and value as a resolution approved by members of the Board of Directors at a meeting convened and organized in the customary manner. The resolution may be passed by using multiple copies of the same document if each copy has at least one signature of a member.

Chapter V

COMMITTEES UNDER THE BOARD OF DIRECTORS

Article 28. Committees under the Board of Directors

1. Except for the case of the Audit Committee specifically provided for in Article 30, the Board of Directors may establish additional committees under the Board of Directors in charge of issues such as:

- a. Development Strategy Subcommittee;
- b. Risk Management Subcommittee;
- c. Human Resources and Compensation Subcommittee;
- d. Other committees according to the Company's operational needs.

2. The number of members of the Committee shall be decided by the Board of Directors. In the case of the Audit Committee, the number of members is provided for in Article 30 of these Regulations.

4. The Board of Directors shall specify the responsibilities of each Committee, the responsibilities of the members of the Committee, or the responsibilities of the independent members of the Board of Directors appointed to be in charge of these Committees.

5. The operation of the Committee must comply with the regulations of the Board of Directors. A resolution of the Committee is only effective when the majority of members attending and voting at the Committee meeting are members of the Board of Directors.

Article 29. Operating principles of the Committees

The implementation of decisions of the Board of Directors, or of a committee under the Board of Directors, or of a person with the status of a member of a Board of Directors committee must comply with current legal regulations, the provisions of the Company Charter, and the Committee's Operating Regulations.

Chapter VI

AUDIT COMMITTEE

Article 30. Standards for members of the Audit Committee

1. Members of the Audit Committee must have knowledge of accounting, auditing, have a general understanding of the law and the Company's operations, and must not fall into the following cases:

- a. Working in the accounting or finance department of the Company;
- b. Being a member or employee of an auditing organization approved to audit the Company's financial statements in the 03 (three) preceding consecutive years.

2. The Chairman of the Audit Committee must have a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, or business administration.

Article 31. Composition of the Audit Committee

1. The Audit Committee has from 02 (two) members, and the Head of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors nominated by the Board of Directors.

2. To conduct a meeting of the Audit Committee, a minimum presence of 2/3 (two-thirds) of the members of the Audit Committee is required, including the Head of the Audit Committee. In case the Head of the Audit Committee cannot attend the meeting, the Head of the Audit Committee must authorize the remaining member of the Board of Directors to conduct the meeting.

3. The Audit Committee passes decisions by voting at the meeting, collecting written opinions, or other forms as prescribed by the Company Charter or the Audit Committee's operating regulations. Each member of the Audit Committee has one vote. Unless the Company Charter or the Audit Committee's operating regulations provide for a higher ratio, a decision of the Audit Committee is passed if approved by the majority of members attending the meeting; in case of an equal number of votes, the final decision belongs to the side with the opinion of the Head of the Audit Committee.

4. The Audit Committee must meet at least 02 (two) times in 01 (one) year. The minutes of the Audit Committee meeting must be prepared in detail and clearly. The minute-taker and the members of the Audit Committee attending the meeting must sign the meeting minutes. The minutes of the Audit Committee meetings must be kept fully.

5. The appointment of the Head of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

6. During the term of the Audit Committee, if a member of the Audit Committee

resigns or leaves their position, the Board of Directors may consider and appoint another outside person to replace them. The replacement member must also meet the standards and conditions of a member of the Audit Committee as prescribed in Article 30 of these Regulations. The term of the replacement member shall begin from the date of appointment by the Board of Directors and shall end simultaneously with the term of the incumbent members of the Audit Committee.

Article 32. Rights and responsibilities of the Audit Committee

The Audit Committee has the rights and obligations as prescribed in Article 161 of the Law on Enterprises, the Company Charter, and the following rights and obligations:

1. To have the right to access documents related to the Company's operational situation, to exchange with other members of the Board of Directors, the General Director, the Chief Accountant, and other managers to collect information serving the activities of the Audit Committee.

2. To have the right to request representatives of the approved auditing organization to attend and answer issues related to the audited financial statements at meetings of the Audit Committee.

3. To use legal, accounting, or other external consulting services when necessary.

4. To develop and submit to the Board of Directors policies for detecting and managing risks; to propose to the Board of Directors solutions for handling risks arising in the Company's operations.

5. To prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the General Director, or other managers do not fully perform their responsibilities as prescribed in the Law on Enterprises and the Company Charter.

6. To develop the Operating Regulations of the Audit Committee and submit them to the Board of Directors for approval.

Article 33. Operating Regulations of the Audit Committee

The Audit Committee is responsible for drafting the Operating Regulations of the Audit Committee, which includes detailed provisions on meeting activities, reporting duties and responsibilities, and other issues to submit to the Board of Directors for approval according to the template guided by the Minister of Finance on the Operating Regulations of the Audit Committee.

Chapter VII

COMPANY EXECUTIVES

Article 34. Standards for Company Executives

1. Standards for Company Executives are in accordance with the Company Charter and the Law on Enterprises.

2. The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business of the Company. The Company has a General Director, Deputy General Directors, a Chief Accountant, and other management titles appointed by the Board of Directors. The appointment, dismissal, and removal of the above titles must be approved by a resolution of the Board of Directors.

3. Company Executives must have a duty of diligence to support the Company in achieving the goals set out in operations and organization.

Article 35. General Director

1. The Board of Directors appoints 01 (one) member of the Board of Directors or hires another person as the General Director.

2. The General Director is the person who manages the daily business of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of the General Director is not more than 05 (five) years and may be reappointed for an unlimited number of terms and must meet the following conditions:

a. Not falling into the category of persons without the right to establish and manage enterprises according to Clause 2, Article 17 of the Law on Enterprises;

b. Not being a family member of a Company Manager;

c. Having professional qualifications and experience in business administration of the Company and must meet the standards and conditions as prescribed by law and the Company Charter.

4. The General Director, as the permanent executive of the Company, has the following rights and obligations:

a. To decide on issues related to the daily business of the Company that do not fall

under the authority of the Board of Directors or the Chairman of the Board of Directors;

b. To decide on content and sign contracts and agreements within the scope of authorization of the Chairman of the Board of Directors and the Company's Regulations on Corporate Governance;

c. To organize the implementation of resolutions and decisions of the Board of Directors and the directions of the Chairman of the Board of Directors;

d. No later than October 31 annually, to agree with the Chairman of the Board of Directors and submit to the Board of Directors for approval the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the 05 (five) year financial plan;

e. To prepare long-term, annual, and quarterly estimates of the Company (hereinafter referred to as estimates) serving the long-term, annual, and quarterly management of the Company according to the business plan. The annual estimate (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include information prescribed in the Company's regulations;

f. To organize the implementation of the Company's business plan and investment projects;

g. To propose the organizational structure and internal management regulations of the Company;

h. To propose the number and Company Executives needed to be recruited for the Board of Directors to appoint or dismiss according to internal regulations and to propose remuneration, salary, and other benefits for those Company Executives for the Board of Directors to decide;

i. To appoint, dismiss, and remove management titles in the Company, except for titles under the authority of the Board of Directors or under the decision-making authority of the Chairman of the Board of Directors;

j. To decide on the number of employees, the appointment, dismissal, salary level, allowances, benefits, and other terms related to their employment contracts within the scope of the personnel plan and budget plan approved by the Board of Directors;

k. To recruit employees;

l. To propose a plan for dividend payment or handling of business losses;

m. To propose measures to improve the Company's operations and management;

n. To perform other tasks, at each time, as authorized by the Chairman of the Board of Directors;

o. Other rights and obligations as prescribed by law, the Company Charter, these Regulations, the Company's internal regulations, and resolutions of the General Meeting of Shareholders and the Board of Directors.

5. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned and authorized tasks and powers and must report to these levels when requested.

6. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors with voting rights present at the meeting approve and appoint a new General Director to replace them.

Article 36. Appointment of other Company Executives

Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and standards suitable to the structure and management regulations of the Company as prescribed by the Board of Directors.

Article 37. Signing employment contracts with Company Executives

The Company signs employment contracts with Company Executives in accordance with labor laws and the Company Charter.

Article 38. Cases of dismissal of Company Executives

Company Executives are dismissed in cases prescribed in the Company Charter and signed employment contracts.

Article 39. Notification of appointment and dismissal of Company Executives

Notification of the appointment and dismissal of Company Executives shall be carried out in accordance with the Company Charter and legal regulations.

Chapter VIII

COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE AUDIT COMMITTEE, AND THE GENERAL DIRECTOR

Article 40. Coordination of activities between the Board of Directors and the Audit Committee

1. Responsibilities of the Board of Directors in the coordination relationship with the Audit Committee:

a. Meeting invitations and accompanying documents are sent to members of the Board of Directors and members of the Audit Committee simultaneously;

b. Resolutions of the Board of Directors are simultaneously sent to the Audit Committee at the same time as they are sent to the General Director within the time limit prescribed in these Regulations and the Company Charter;

c. When the Audit Committee proposes to select and appoint an independent auditing company to audit the Company's financial statements, the Board of Directors must respond to the opinion in accordance with these Regulations and the Company Charter;

d. Other contents needing the opinion of the Audit Committee must be sent within the prescribed time limit, and the Audit Committee is responsible for responding in accordance with these Regulations and the Company Charter.

2. Responsibilities of the Audit Committee in the relationship with the Board of Directors:

a. Regularly inform the Board of Directors of operational results, consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

b. In meetings of the Audit Committee, the Audit Committee has the right to request members of the Board of Directors, the General Director, and representatives of the independent auditing company, when necessary, to attend joint and separate meetings to answer issues that members of the Audit Committee are concerned about;

c. Periodic and extraordinary inspections of the Audit Committee must have written conclusions, no later than 15 (fifteen) working days from the date of conclusion, sent to the Board of Directors to provide additional basis to help the Board of Directors in the Company's management work. Depending on the scope and results of the above inspection, the Audit Committee needs to discuss and agree with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Audit Committee has the right to reserve its opinion in the minutes, and the Head of the Audit Committee is responsible for reporting to the nearest General Meeting of Shareholders;

d. In case the Audit Committee discovers acts of violation of the law or violation of the Company Charter by members of the Board of Directors, the Audit Committee shall notify the Board of Directors in writing within 48 (forty-eight) hours, requesting the

person committing the violation to stop the violation and take measures to remedy the consequences, and at the same time, the Audit Committee is responsible for reporting to the General Meeting of Shareholders and simultaneously reporting and disclosing information in accordance with current legal regulations;

e. For recommendations related to the Company's operational and financial situation, the Audit Committee must send written documents and related materials at least 15 (fifteen) working days before the intended date of receiving a response;

f. Other contents needing the opinion of the Board of Directors must be sent at least 07 (seven) working days in advance, and the Board of Directors will consider and respond within 07 (seven) working days.

Article 41. Coordination of activities between the Board of Directors and the General Director

1. The General Director performs the rights and duties prescribed in the Company Charter and in Clause 4, Article 35 of these Regulations.

2. The Board of Directors and members of the Board of Directors do not interfere in the daily business operations and work under the authority of the General Director's Office unless deemed necessary.

3. The Board of Directors establishes an internal legal framework, creates conditions, and supports the General Director in completing assigned tasks.

4. The Board of Directors may participate in monthly briefing meetings or other meetings of the General Director's Office.

5. The Board of Directors regularly supervises the management work of the General Director, and the General Director implements the reporting regime as prescribed by the Board of Directors.

6. Regarding the organization of the annual General Meeting of Shareholders, the Board of Directors must notify the General Director about the coordination and use of resources within a reasonable time limit as prescribed in the Company Charter. In urgent cases, the Board of Directors has the right to request the General Director and other executives in the Company to provide information about the Company's operations. The Board of Directors must not use information that has not been allowed to be disclosed by the Company or disclose it to others to perform related transactions.

7. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders. Issues under the authority of the Board of Directors to approve according to the provisions of Law and the Company Charter that are proposed by the

General Director must be responded to by the Board of Directors within the time limit prescribed in the Company Charter.

8. The Board of Directors decides on rewards or discipline for the completion or non-completion of the implementation of resolutions and other authorized issues of the Board of Directors regarding the General Director.

Article 42. Access to information

1. When needing to access the Company's information, the Audit Committee is obliged to state the reason in the request document and must absolutely keep confidential the information and documents collected during the process of supervising the Company's activities. The disclosure of this information and documents is only allowed when there is a request from a competent authority, but the Board of Directors must be notified before providing it, or in other cases according to legal regulations.

2. The information and documents mentioned above include:

a. Meeting invitations and related documents, voting ballots of members of the Board of Directors;

b. Minutes and Resolutions of the Board of Directors;

c. Reports of the General Director;

d. Records and documents related to business operations (including internal control and risk management) and the Company's financial statements (including at the Company level, business division level, business unit level, and subsidiary level);

e. Evaluation reports on the management work of the Board of Directors;

f. Other related documents.

Article 43. Coordination of activities between the Audit Committee and the General Director

1. In meetings of the Audit Committee, when necessary, the Audit Committee has the right to request the General Director, relevant members of the Board of Directors, and representatives of the independent auditing firm to attend and answer issues that members of the Audit Committee are concerned about.

2. Periodic and extraordinary inspections of the Audit Committee must have written conclusions, no later than 15 (fifteen) working days from the date of conclusion, sent to the General Director to provide additional basis to help the General Director in the Company's management work. Depending on the level and results of the above inspection, the Audit Committee needs to discuss and agree with the General Director

before reporting to the Board of Directors and the General Meeting of Shareholders. In case of disagreement, it is authorized to reserve the opinion in the minutes, and the Head of the Audit Committee is responsible for reporting to the Board of Directors.

a. In case the Audit Committee discovers acts of violation of the law or violation of the Company Charter by the General Director, the Audit Committee shall notify the General Director in writing within 48 (forty-eight) hours, requesting the person committing the violation to stop the violation and take measures to remedy the consequences, and at the same time, the Audit Committee is responsible for reporting to the Board of Directors and simultaneously disclosing information in accordance with current legal regulations;

b. Members of the Audit Committee have the right to request the General Director to create conditions for access to records and documents at the Head Office or the place where records are stored;

c. For information and documents regarding management, business operation, business situation reports, and financial statements, the Audit Committee's request document must be sent to the Company at least 48 (forty-eight) hours in advance. The Audit Committee must not use information that has not been allowed to be disclosed by the Company or disclose it to others to perform related transactions;

d. Other contents needing the opinion of the General Director: must be sent at least 07 (seven) working days in advance, and the General Director will consider and respond within 07 (seven) working days.

Article 44. Coordination between the General Director and the Board of Directors

1. The General Director is the person representing the operation of the Company, ensuring that the Company operates continuously and effectively.

2. The General Director is responsible to the General Meeting of Shareholders and the Board of Directors for the performance of tasks and powers and must report to these bodies periodically and when requested.

3. When proposing measures to improve the Company's operations and management, the General Director shall send them to the Board of Directors as soon as possible but no less than 07 (seven) days before the date that content needs to be decided.

4. The General Director must prepare a plan for the Board of Directors to approve issues related to recruitment, dismissal of employees, salary, social insurance, benefits, rewards, and discipline for employees and managers.

5. Other contents needing the opinion of the Board of Directors must be sent at least 07 (seven) working days in advance, and the Board of Directors will respond within 07 (seven) days.

Chapter IX

PERSON IN CHARGE OF CORPORATE GOVERNANCE

Article 45. Standards for the Person In Charge of Corporate Governance

The Person In Charge of Corporate Governance must meet the following standards:

1. Having an understanding of the law.
2. Not being simultaneously employed by an independent auditing company currently auditing the Company's financial statements.
3. Other standards as prescribed by law, the Company Charter, and decisions of the Board of Directors.

Article 46. Rights and obligations of the Person In Charge of Corporate Governance

The Person In Charge of Corporate Governance has the following rights and obligations:

1. To advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders.
2. To prepare meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors.
3. To advise on meeting procedures.
4. To attend meetings.
5. To advise on procedures for establishing resolutions of the Board of Directors in accordance with legal regulations.
6. To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors.
7. To supervise and report to the Board of Directors on the Company's information disclosure activities.

8. To be the contact point with related parties.
9. To keep information confidential in accordance with the provisions of the law and the Company Charter.
10. Other rights and obligations as prescribed by law and the Company Charter.

Article 47. Appointment of the Person In Charge of Corporate Governance

The Board of Directors designates and appoints at least 01 (one) person as the Person In Charge of Corporate Governance to support the effective conduct of corporate governance activities. The Person In Charge of Corporate Governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises. The term of the Person In Charge of Corporate Governance is decided by the Board of Directors, up to 05 (five) years, and may be reappointed.

The Board of Directors may appoint an assistant for the Person In Charge of Corporate Governance from time to time.

Article 48. Cases of removal of the Person In Charge of Corporate Governance

The Board of Directors may remove the Person In Charge of Corporate Governance when necessary but not in contravention of current labor law regulations.

Article 49. Notification of appointment and removal of the Person In Charge of Corporate Governance

Notification of the appointment and removal of the Person In Charge of Corporate Governance shall be carried out in accordance with the Company Charter and the provisions of the Law on Securities.

Chapter X

PREVENTION OF CONFLICTS OF INTEREST

Article 50. Duty of care

Members of the Board of Directors, the General Director, and other Company Executives have the duty to perform their tasks, including tasks as members of committees of the Board of Directors, honestly and carefully for the benefit of the Company.

Article 51. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, the General Director, and other Managers

must disclose related interests in accordance with the Law on Enterprises and related legal documents.

2. Members of the Board of Directors, the General Director, other Managers, and their affiliated persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, the General Director, and other Managers have the obligation to notify the Board of Directors in writing of transactions between the Company, subsidiaries, and other companies controlled by the Company with 50% or more of charter capital with themselves or their affiliated persons as prescribed by law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with securities law on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to that member or their affiliated persons as prescribed by the Law on Enterprises and the Company Charter.

5. Members of the Board of Directors, the General Director, other Managers, and their affiliated persons shall not use or disclose internal information to others to execute related transactions.

6. The General Director shall not be an affiliated person of the Company's Managers, the parent company's member of the Board of Supervisors, the representative of state capital, or the representative of the Company's capital at the company and the parent company as prescribed in Point d, Clause 46, Article 4 of the Law on Securities (if any).

7. Transactions between the Company and one or more members of the Board of Directors, the General Director, other Executives of the Company, and individuals or organizations related to these subjects shall not be void in the following cases:

a. For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, the General Director, and other Executives of the Company, have been reported to the Board of Directors and approved by the Board of Directors with a majority of votes from members of the Board of Directors who have no related interests;

b. For transactions with a value of 35% or more, or transactions leading to a transaction value arising within 12 (twelve) months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial

statements, the important contents of this transaction, as well as the relationships and interests of the members of the Board of Directors, the General Director, and other Executives of the Company, have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

Article 52. Liability for damages and compensation

1. Members of the Board of Directors, the General Director, and other Executives of the Company who violate their duties, responsibilities of honesty and prudence, or fail to fulfill their obligations shall be liable for damages caused by their violations.

2. The Company shall compensate persons who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil and administrative cases, and not including lawsuits where the Company is the plaintiff) if that person has been or is a member of the Board of Directors, the General Director, other Executive of the Company, an employee, or an authorized representative of the Company, has performed duties under the Company's authorization, acted honestly and prudently for the Company's interests in compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and actual payments incurred (including legal fees) when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

Chapter XI

AMENDMENTS TO THE REGULATIONS ON CORPORATE GOVERNANCE

Article 53. Amendments to the Regulations on Corporate Governance

1. Amendments, supplements, or replacements to the Regulations on Corporate Governance shall be considered by the Board of Directors and recommended to the General Meeting of Shareholders for approval.

2. In cases where legal provisions related to the Company's operations are not mentioned in these Regulations, or in cases where there are new provisions different from the clauses in these Regulations, such new provisions shall automatically apply and govern the Company's operations.

Chapter XII
EFFECTIVE DATE

Article 54. Effectiveness

1. These Regulations consist of 54 Articles and were approved by the General Meeting of Shareholders on [_] [_], [_].

2. Copies or extracts of these Regulations on Corporate Governance must be signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors to be valid.

Ho Chi Minh City, [_] [_], [_]

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



[_]